

CBRE GROUP, INC.
Form 8-K
November 13, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 12, 2013

CBRE GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

400 South Hope Street, 25th Floor

001-32205
(Commission

File Number)

94-3391143
(IRS Employer

Identification No.)

90071

Los Angeles, California
(Address of Principal Executive Offices)
(213) 613-3333

(Zip Code)

Registrant's Telephone Number, Including Area Code

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12(b))
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

This Current Report on Form 8-K is filed by CBRE Group, Inc., a Delaware corporation (the Company), in connection with the matters described herein.

Item 1.01 Entry into a Material Definitive Agreement

On November 12, 2013, the Company announced that it and its subsidiaries CBRE Holdings Limited and CBRE UK Acquisition Company Limited (together, the Purchasing Parties) entered into a Share Sale Agreement (the Share Sale Agreement) with William Investments Limited and certain individuals named therein. Under the terms of the Share Sale Agreement, at the closing the Purchasing Parties will acquire Norland Holdings Ltd, a private limited company established under the laws of England and Wales (Norland), for £250 million (approximately \$400 million), plus up to £50 million (approximately \$80 million) of deferred contingent consideration as well as a payment for excess working capital and related items. This amount will be payable in cash, except for £5.6 million (approximately \$9 million), the value of which is payable in Class A Common Stock of the Company to Norland senior management. The closing is conditioned upon the receipt of clearance from the European Commission. The Share Sale Agreement may be terminated by the Purchasing Parties prior to the closing if the sellers are in material breach of their obligations under the Share Sale Agreement. The closing is expected to occur before year end 2013.

The foregoing description of the Share Sale Agreement does not purport to be complete and is qualified in its entirety by reference to the Share Sale Agreement, which is attached as Exhibit 1.01 to this Current Report on Form 8-K and is incorporated herein by reference. The Share Sale Agreement has been included as an exhibit to this Current Report on Form 8-K to provide investors and stockholders with information regarding its terms. The Share Sale Agreement is not intended to provide any other factual information about the Company or Norland Holdings Ltd. The Share Sale Agreement contains representations and warranties that the parties to the Share Sale Agreements made to each other (and solely for the benefit of each other). The assertions embodied in such representations and warranties are qualified by information contained in confidential disclosure schedules that the parties exchanged in connection with signing the Share Sale Agreement. Accordingly, investors and stockholders should not rely on such representations and warranties as characterizations of the complete state of facts or circumstances, as they were only made as of the date of the Share Sale Agreement and are modified in important part by the underlying disclosure schedules. Moreover, information concerning the subject matter of such representations and warranties may change after the date of the Share Sale Agreement, and subsequent information may not be fully reflected in the Company's public disclosures.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information set forth under Item 1.01 of this Current Report on Form 8-K is hereby incorporated by reference into this Item 2.03.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following document is attached as an exhibit to this Current Report on Form 8-K:

Exhibit

Description

Number

1.01 Share Sale Agreement, dated November 12, 2013, among William Investments Limited, the individuals named therein, CBRE Holdings Limited, CBRE UK Acquisition Company Limited and CBRE Group, Inc.

Safe Harbor Statement Under the U.S. Private Securities Litigation Reform Act of 1995

Certain of the statements in this Current Report on Form 8-K regarding the acquisition of Norland Holdings Ltd that do not concern purely historical data are forward-looking statements within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements involve risks and uncertainties, including, but not limited to, the expected closing date of the acquisition, as well as other risks and uncertainties discussed in the Company's filings with the U.S. Securities and Exchange Commission (the SEC). Any forward-looking statements speak only as of the date of this Current Report on Form 8-K and, except to the extent required by applicable securities laws, the Company expressly disclaims any obligation to update or revise any of them to reflect actual results, any changes in expectations or any change in events. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or

other forward-looking statements. For additional information concerning factors that may cause actual results to differ from those anticipated in the forward-looking statements, and risks to the Company's business in general, please refer to the Company's SEC filings, including its Annual Report on Form 10-K for the fiscal year ended December 31, 2012 and its Quarterly Report on Form 10-Q for the quarter ended September 30, 2013.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 13, 2013

CBRE GROUP, INC.

By: /s/ Gil Borok
Gil Borok
Chief Financial Officer

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|--|
| 1.01 | Share Sale Agreement, dated November 12, 2013, among William Investments Limited, the individuals named therein, CBRE Holdings Limited, CBRE UK Acquisition Company Limited and CBRE Group, Inc. |